UNITED STATES
SECURITIES AND EXCHANGE COMMISSION ECOMMISSION ECOMM

Washington, D.C. 20549



1.1260386

FORM D

OMB APPROVAL

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NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY				
Prefix		Serial		
DATE RECEIVED				

Name of Offering ([] check if	this is an amendment and name has changed, and in	ndicate change.)
Filing Under (Check box(es) apply):	that [X] <u>Rule 504</u> [] <u>Rule 505</u> [] <u>Rule 506</u> []	Section 4(6) [] ULOE
Type of Filing: [X] New Filing	[] Amendment	PROCESSED
	A. BASIC IDENTIFICATION DATA	AUG 1 9 2003
1. Enter the information reque	ested about the issuer	THOWSON FINANCIAL
	this is an amendment and name has changed, and inc nc. and willis Manufacturing, Inc.	diciate change.)
Address of Executive Offices Code)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area
5593 North Street, Dryden,	MI 48428	(810) 796-2244
Address of Principal Business Code) (if different from Executive Of	s Operations (Number and Street, City, State, Zip Co	ode) Telephone Number (Including Area
Brief Description of Business		
Willis Automotive Group, Ir interior components for the	nc. and its wholly owned subsidiary, Willis Manufa e automotive industry.	cturing, Inc., are minority suppliers of
Type of Business Organization	on .	
[X] corporation	[] limited partnership, already formed []	other (please specify):
[] business trust	[] limited partnership, to be formed	
	Month Year	^
Actual Date of Incorporation:	12/11/1998 (Willis Automotive Group, Inc.) [X]] Actual $[]$ Estimated \bigcirc $()$

10/04/1999 (Willis Manufacturing, Inc.) Jurisdiction of Incorporation or Organization: DE						
A. BASIC IDENTIFICATION DATA						
2. Enter the information requested for the following:						
 Each promoter of the issuer, if the issuer has been organized wit Each beneficial owner having the power to vote or dispose, or disclass of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporatership issuers; and Each general and managing partner of partnership issuers. 	rect the vote or disposition of, 10% or more of a					
Check Box(es) that [] Promoter [X] Beneficial [X] Executive [X] Director [] General and/or Apply: Managing Partner						
Full Name (Last name first, if individual) Jeffrey K. Willis						
Business or Residence Address (Number and Street, City, State, Zip Coc 5593 North Street, Dryden, MI 48428	de)					
B. INFORMATION ABOUT O	FFERING					
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited offering?	d investors in this Yes No					
Answer also in Appendix, Column 2, if filing unc						
2. What is the minimum investment that will be accepted from any individ	Ves No					
3. Does the offering permit joint ownership of a single unit?	[][X]					
4. Enter the information requested for each person who has been or will directly or indirectly, any commission or similar remuneration for solicitati connection with sales of securities in the offering. If a person to be listed person or agent of a broker or dealer registered with the SEC and/or with the name of the broker or dealer. If more than five (5) persons to be listed persons of such a broker or dealer, you may set forth the information for only. N/A	on of purchasers in is an associated a state or states, list d are associated					
C. OFFERING PRICE, NUMBER OF INVESTORS, EX	PENSES AND USE OF PROCEEDS					
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.						
Type of Security	Aggregate Amount Already Offering Price Sold					

\$_____\$___

Convertible Securities (including warrants)	\$ 750,000	\$ 500,000
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$	
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number	Aggregate Dollar Amount
	Investors	of Purchases
Accredited Investors		\$
Non-accredited Investors		\$
	 	\$
Total (for filings under Rule 504 only)		
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first		
sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
C-Question 1.	Type of Security	Dollar Amount
C-Question 1. Type of offering	Type of Security	Sold
C-Question 1. Type of offering Rule 505		Sold \$
C-Question 1. Type of offering Rule 505 Regulation A	Convertible	Sold \$ \$ 500,000
C-Question 1. Type of offering Rule 505 Regulation A Rule 504		\$ 500,000 \$ 500,000
C-Question 1. Type of offering Rule 505 Regulation A	Convertible	Sold \$ \$ 500,000
C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	Convertible Convertible [[x	Sold \$
C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)	Convertible Convertible [[[]	Sold \$
C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	Convertible Convertible [[[]	Sold \$

or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$ -0-	[]\$-0-
Purchase of real estate	[] \$	[] \$
Purchase, rental or leasing and installation of machinery and equipment	[] \$	[]
Construction or leasing of plant buildings and facilities	[] \$	[] \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]	[]
Repayment of indebtedness	[] \$	[]\$709,000
Working capital	[] \$	[] \$
Other (specify):	[] \$	[]
	[] \$	[]
Column Totals	[]	[] \$709,000
Total Payments Listed (column totals added)		09,000
D. FEDERAL SIG	GNATURE	
issuer has duly caused this notice to be signed by the undersi e 505, the following signature constitutes an undertaking by the nmission, upon written request of its staff, the information furni	issuer to furnish to the U.S.	Securities and Exchar

Payments to

The nder Rule nge Com ursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Date Signature Willis Automotive Group, Inc. Willis Manufacturing, Inc. 8/8/2003 Name of Signer (Print or Type) Title of Signer (Print or Type) Jeffrey K. Willis President

APPENDIX

1	2	3	4	5
				Disgualification
		Type of security		under State ULOE
	Intend to sell	and aggregate		(if yes, attach
	to non-accredited	offering price	Type of investor and	explanation of
	investors in State	offered in state	amount purchased in State	waiver granted)
	(Part B-Item 1)	(Part C-Item 1)	(Part C-Item 2)	(Part E-Item 1)

APPENDIX

1	Intend to no accredinvestor Sta (Part B	to sell on- dited ors in te	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No	Convertible Securities (including warrants)	Number of Accredited Investors	1	Number of Non- Accredited Investors	Amount	Yes	No
TN		X	\$750,000	8	\$500,000	N/A	-0-	ilianos (a promo esta esta está esta esta entre esta esta entre entre entre entre entre entre entre entre entre	X

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002